

05-149

<b>FCC 601</b> <b>Main Form</b>	<b>FCC Application for Wireless Telecommunications Bureau Radio Service Authorization</b>	Approved by OMB 3060 - 0798 See instructions for public burden estimate Submitted 03/22/2005 at 04:58PM  File Number: <b>0002069855</b>
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1) Radio Service Code: <b>CW</b>	1a) Existing Radio Service Code:
2) Application Purpose: <b>Amendment</b>	
3a) If this request is for a <u>D</u> evelopmental License, <u>D</u> emonstration License, or a <u>S</u> pecial Temporary Authorization (STA), enter the code and attach the required exhibit as described in the instructions. Otherwise enter <u>N</u> (Not Applicable).	( <u>N</u> ) <u>D</u> <u>M</u> <u>S</u> <u>N/A</u>
3b) If this request is for Special Temporary Authority due to an emergency situation, enter "Y"; otherwise enter "N". Refer to Rule 1.915 for an explanation of situations considered to be an emergency.	( <u>N</u> ) <u>Yes</u> <u>No</u>
4) If this request is for an Amendment or Withdrawal, enter the file number of the pending application currently on file with the FCC.	File Number: <b>0002069855</b>
5) If this request is for a Modification, Renewal Only, Renewal/Modification, Cancellation of License, Consolidate Call Signs, Duplicate License, or Administrative Update, enter the call sign of the existing FCC license.	Call Sign:
6) If this request is for a New, Amendment, Renewal Only, or Renewal/Modification, enter the requested authorization expiration date (this item is optional).	
7) Is this request "major" as defined in Section 1.929 of the Commission's Rules when read in conjunction with the applicable radio service rules found in Parts 22 and 90 of the Commission's Rules? (NOTE: This question only applies to certain site-specific applications. See the instructions for applicability and full text of Section 1.929)	( ) <u>Yes</u> <u>No</u>
8a) Does this filing request a Waiver of the Commission's Rules? If 'Yes', attach an exhibit providing the rule numbers and expanding circumstances.	( <u>N</u> ) <u>Yes</u> <u>No</u>
8b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result.	
8c) Are the frequencies or parameters requested in this filing covered by grandfathered privileges, previously approved by waiver, or functionally integrated with an existing station?	( ) <u>Yes</u> <u>No</u>
9) Are attachments being filed with this application?	( <u>Y</u> ) <u>Yes</u> <u>No</u>

### Applicant Information

10) FCC Registration Number (FRN): <b>0012198206</b>			
11) Licensee is a(n): <b>Limited Liability Corporation</b>			
12) First Name (if individual):	MI:	Last Name:	Suffix:
13) Entity Name (if other than individual): <b>CSM Wireless, LLC</b>			
14) Name of Real Party in Interest of Applicant (if different from applicant):			
15) Taxpayer Identification Number of Real Party in Interest:			
16) Attention To: <b>Thomas A. Stroup</b>			
17) P.O. Box:	And/Or	18) Street Address: <b>478 River Bend Road</b>	

19) City: <b>Great Falls</b>	20) State: <b>VA</b>	21) Zip Code: <b>22066</b>
22) Telephone Number: <b>(703)759-5132</b>		23) FAX Number: <b>(703)759-5678</b>
24) E-Mail Address: <b>TStroup911@aol.com</b>		

**Contact Information (If different than applicant)**

25) First Name: <b>Thomas</b>	MI:	Last Name: <b>Gutierrez</b>	Suffix:
26) Entity Name: <b>Lukas, Nace, Gutierrez &amp; Sachs, Chartered</b>			
27) P.O. Box:	And/Or	28) Street Address: <b>1650 Tysons Boulevard, Suite 1500</b>	
29) City: <b>McLean</b>	30) State: <b>VA</b>	31) Zip Code: <b>22102</b>	
32) Telephone Number: <b>(202)828-9470</b>		33) FAX Number: <b>(202)828-8410</b>	
34) E-Mail Address: <b>tgutierrez@fcclaw.com</b>			

**Regulatory Status**

35) This filing is for authorization to provide or use the following type(s) of radio service offering (enter all that apply):	<input checked="" type="checkbox"/> <b>( Yes )</b> <u>C</u> ommon Carrier <input type="checkbox"/> <b>( No )</b> <u>N</u> on-Common Carrier <input type="checkbox"/> <b>( No )</b> <u>P</u> rivate, internal communications <input type="checkbox"/> <b>( No )</b> <u>B</u> roadcast Services <input type="checkbox"/> <b>( No )</b> <u>B</u> and <u>M</u> anager
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**Type of Radio Service**

36) This filing is for authorization to provide the following type(s) of radio service (enter all that apply):	<input checked="" type="checkbox"/> <b>( Yes )</b> <u>F</u> ixed <input checked="" type="checkbox"/> <b>( Yes )</b> <u>M</u> obile <input type="checkbox"/> <b>( No )</b> <u>R</u> adiolocation <input type="checkbox"/> <b>( No )</b> <u>S</u> atellite (sound) <input type="checkbox"/> <b>( No )</b> <u>B</u> roadcast Services
37) Interconnected Service? ( <input checked="" type="checkbox"/> ) <u>Y</u> es <input type="checkbox"/> <u>N</u> o	

**Fee Status**

38) Is the Applicant exempt from FCC application fees?	( <input type="checkbox"/> ) <u>Y</u> es <input checked="" type="checkbox"/> <u>N</u> o
39) Is the Applicant exempt from FCC regulatory fees?	( <input type="checkbox"/> ) <u>Y</u> es <input checked="" type="checkbox"/> <u>N</u> o

**Alien Ownership Questions (If any answer is Yes, attach exhibit explaining circumstances.)**

40) Is the applicant a foreign government or the representative of any foreign government?	( <input checked="" type="checkbox"/> ) <u>N</u> o <input type="checkbox"/> <u>Y</u> es
41) Is the applicant an alien or the representative of an alien?	( <input checked="" type="checkbox"/> ) <u>N</u> o <input type="checkbox"/> <u>Y</u> es
42) Is the applicant a corporation organized under the laws of any foreign government?	( <input checked="" type="checkbox"/> ) <u>N</u> o <input type="checkbox"/> <u>Y</u> es
43) Is the applicant a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	( <input checked="" type="checkbox"/> ) <u>N</u> o <input type="checkbox"/> <u>Y</u> es

44) Is the applicant directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	( N ) <u>Yes</u> <u>No</u>
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### Basic Qualification Questions (If any answer is Yes, attach exhibit explaining circumstances.)

45) Has the applicant or any party to this application or amendment had any FCC station authorization, license, or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	( N ) <u>Yes</u> <u>No</u>
46) Has the applicant or any party to this application or amendment, or any party directly or indirectly controlling the applicant, ever been convicted of a felony by any state or federal court?	( N ) <u>Yes</u> <u>No</u>
47) Has any court finally adjudged the applicant or any party directly or indirectly controlling the applicant guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?	( N ) <u>Yes</u> <u>No</u>
48) Is the applicant or any party directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items?	( N ) <u>Yes</u> <u>No</u>

### Aeronautical Advisory Station (Unicom) Certification

49) ( ) I certify that the station will be located on property of the airport to be served, and, in cases where the airport does not have a control tower, RCO, or FAA flight service station, that I have notified the owner of the airport and all aviation service organizations located at the airport within ten days prior to application.

### 50) Race, Ethnicity, Gender of Applicant/Licensee (Optional)

<b>Race:</b>	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
<b>Ethnicity:</b>	Hispanic or Latino:	Not Hispanic or Latino:			
<b>Gender:</b>	Female:	Male:			

### General Certification Statements

- 1) The applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 2) The applicant certifies that grant of this application would not cause the applicant to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.\*  
\*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 3) The applicant certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 4) The applicant certifies that neither the applicant nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. This certification does not apply to applications filed in services exempted under Section 1.2002(c) of the rules, 47 CFR § 1.2002(c). See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b) for the definition of 'party to the application' as used in this certification.
- 5) The applicant certifies that it either (1) has current Form 602 on file with the Commission, (2) is filing an update Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

6) The applicant certifies that the facilities, operations, and transmitters for which this authorization is hereby requested are either: (1) categorically excluded from routine environmental evaluation for RF exposure as set forth in 47 C.F.R. § 1.1307(b); or, (2) have been found not to cause human exposure to levels of radiofrequency radiation in excess of the limits specified in 47 C.F.R. §§ 1.1310 and 2.1093; or, (3) are the subject of one or more Environmental Assessments filed with the Commission.

### Signature

51) Typed or Printed Name of Party Authorized to Sign			
First Name: Thomas	MI: A	Last Name: Stroup	Suffix:
52) Title: Chief Executive Officer			
Signature: Thomas A Stroup			53) Date: 03/22/05
Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture Of Any Fees Paid			
<p>Upon grant of this license application, the licensee may be subject to certain construction or coverage requirements. Failure to meet the construction or coverage requirements will result in termination of the license. Consult appropriate FCC regulations to determine the construction or coverage requirements that apply to the type of license requested in this application.</p> <p>WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, § 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, § 503).</p>			

FCC 601 Schedule B	<p align="center"><b>Schedule for Geographically Licensed Services</b></p>	<p>Approved by OMB 3060 - 0798 See instructions for public burden estimate</p> <p>File Number: 0002069855</p>
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Market/Channel Block				
1) Market Designator	2) Market Name	3) Channel Block	4) Sub-Market Designator	5) I am seeking a Tribal Lands Bidding Credit in this market
BTA084	Cleveland-Akron, OH	C4	4	No
BTA093	Columbus, IN	C5	5	No
BTA095	Columbus, OH	C4	4	No
BTA204	Indianapolis, IN	C5	5	No
BTA317	New Castle, PA	C1	1	No
BTA358	Portland, OR	C5	5	No

Tribal Lands Information						
6) Market Designator	7) Channel Block	8) Name of Tribal Lands	9) Area, in square kilometers, of tribal lands contained within	10) Indicate with an "X" those tribal lands where applicant has secured the required certification(s) from	11) The amount of bidding credit as defined by	12) Additional amount of bidding credit requested (attach

designated market	the tribal governments (attach certification(s))	FCC Rules (by Market)	justification)
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**Certification Statements****For Applicants Claiming Eligibility as an Entrepreneur Under the General Rule**

Applicant certifies that they are eligible to obtain the licenses for which they apply.

**For Applicants Claiming Eligibility as a Publicly Traded Corporation**

Applicant certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

**For Applicants Claiming Eligibility using a Control Group Structure**

Applicant certifies that they are eligible to obtain the licenses for which they apply.

Applicant certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

**For Applicants Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium**

Applicant certifies that they are eligible to obtain the licenses for which they apply.

Applicant certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

**For Applicants Claiming Eligibility as a Rural Telephone Company**

Applicant certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

**For Applicants Claiming Tribal Lands Bidding Credit**

Applicant certifies that it will comply with the bidding credit buildout requirements and consult with the tribal government(s) regarding the siting of facilities and deployment of service on the tribal land(s) as set out in the applicable FCC rules.

The copy resulting from Print Preview is intended to be used as a reference copy only and MAY NOT be submitted to the FCC as an application for manual filing.

**Attachment List**

Attachment Type	Date	Description	Contents
Other	03/07/05	Exh C - Closed Bidding Eligibility	<a href="#">0179995360505139752000267.pdf</a>
Other	03/07/05	Exh D - Designated Entities	<a href="#">0179995370505139752000267.pdf</a>
Other	03/07/05	Exh E - Agreements & Other Instruments	<a href="#">0179995380505139752000267.pdf</a>
Other	03/07/05	Exh H - Geographic Overlap Statement	<a href="#">0179995390505139752000267.pdf</a>

Ownership	03/07/05	Exh A - Ownership Information	<u>0179995430505139752000267.pdf</u>
Other	03/22/05	Amended Exh C - Closed Bidding Eligibility	<u>0180030960505139752000267.pdf</u>
Other	03/22/05	Amended Exh D - Designated Entities	<u>0180030970505139752000267.pdf</u>
Ownership	03/22/05	Amended Exh A - Ownership	<u>0180031520505139752000267.pdf</u>

**OWNERSHIP INFORMATION**

**Part 1. Direct Ownership**

Following is information pertaining to parties holding 10% or more of each class of stock, warrants, options, debt securities of CSM Wireless, LLC ("Applicant").

The Applicant is a limited liability company and issued no stock, warrants, options, or debt securities. The following own a 10% or greater of the Applicant's membership units:

- **Thomas A. Stroup\***  
478 River Bend Road  
Great Falls, VA 22066  
*Citizenship:* USA

\*Thomas A. Stroup is a controlling member of the Applicant and holds 7.6% of the common equity units in the Applicant. Because he has a controlling interest in the Applicant, his interest in the Applicant will be treated as if it were 100 percent for purposes of applying the multiplier.

- **Anthony F. DiCrocce\***  
4 Cobb Avenue  
Manchester, MA 01948  
*Citizenship:* USA

\*Anthony F. DiCrocce is a controlling member of the Applicant and a self-appointed member of the Board of Managers. Because he has a controlling interest in the Applicant, his interest in the Applicant will be treated as if it were 100 percent for purposes of applying the multiplier.

- **Patrick Hendy\***  
201 North Union Street, Suite 300  
Alexandria, VA 22314  
*Citizenship:* USA

\*Patrick Hendy is a member of the Applicant's Board of Managers appointed by Columbia Investors. Mr. Hendy is neither an officer nor a director in any of the Columbia Investors entities. In addition, he does not control or have any relationship with the Columbia Investors entities that would constitute affiliation or control. Because he has a controlling interest in the Applicant, his interest in the Applicant will be treated as if it were 100 percent for purposes of applying the multiplier.

- **Jonathan Patty\***  
75 State Street, Suite 2500  
Boston, MA 02109  
*Citizenship: USA*

\*Jonathan Patty is a member of the Applicant's Board of Managers appointed by M/C Investors. Mr. Patty is neither an officer nor a director in any of the M/C Investors entities. In addition, he does not control or have any relationship with the M/C Investors entities that would constitute affiliation or control. Because he has a controlling interest in the Applicant, his interest in the Applicant will be treated as if it were 100 percent for purposes of applying the multiplier.

(2) Anthony DiCroce

- (2) **The following related investors (the "M/C Investors") collectively hold interests greater than 10 percent:**

**M/C Venture Partners V, L.P.\***  
75 State Street, Suite 2500  
Boston, MA 02109  
*Citizenship: USA*

\*M/C Venture Partners V, L.P. holds a non-controlling interest in the Applicant, 35.93% of the Applicant's common equity units.\*\*

**M/C Venture Investors, L.L.C.\***  
75 State Street, Suite 2500  
Boston, MA 02109  
*Citizenship: USA*

\*M/C Venture Investors, L.L.C., holds a non-controlling interest in the Applicant, 2.147% of the Applicant's common equity units.\*\*

- (3) **The following related investors (the "Columbia Investors") collectively hold interests greater than 10 percent:**

**Columbia Capital Equity Partners III (QP), L.P.\***  
201 North Union Street, Suite 300  
Alexandria, VA 22314  
*Citizenship: USA*



\*Columbia Capital Equity Partners III (QP), L.P., holds a non-controlling interest in the Applicant, 20.539% of the Applicant's common equity units.\*\*

**Columbia Capital Equity Partners III (Cayman), L.P.\***  
201 North Union Street, Suite 300  
Alexandria, VA 22314  
*Citizenship:* Cayman Islands

\*Columbia Capital Equity Partners III (Cayman), L.P., holds a non-controlling interest in the Applicant, 11.279% of the Applicant's common equity units.\*\*

**Columbia Capital Equity Partners III (AI), L.P.\***  
201 North Union Street, Suite 300  
Alexandria, VA 22314  
*Citizenship:* USA

\*Columbia Capital Equity Partners III (AI), L.P., holds a non-controlling interest in the Applicant, 1.135% of the Applicant's common equity units.\*\*

**Columbia Capital Investors III, L.L.C.\***  
201 North Union Street, Suite 300  
Alexandria, VA 22314  
*Citizenship:* USA

\*Columbia Capital Investors III, L.L.C., holds a non-controlling interest in the Applicant, 5.068% of the Applicant's common equity units.\*\*

**Columbia Capital Employee Investors III, L.L.C.\***  
201 North Union Street, Suite 300  
Alexandria, VA 22314  
*Citizenship:* USA

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\*\* License acquisition costs will be funded in part through the issuance of preferred equity units. Depending upon the costs of the acquired licenses, the relative total equity holdings of the participants may change. Any changes will be reported in the long form application. The issuance of preferred equity units does not alter the control structure.

\*Columbia Capital Employee Investors III, L.L.C., holds a non-controlling interest in the Applicant, 0.047% of the Applicant's common equity units.\*\*

**The Controlling Interests of the Applicant are as follows:**

- **Thomas A. Stroup**  
P.O. Box 1163  
478 River Bend Road  
*Citizenship:* USA

Thomas A. Stroup is a controlling member of the Applicant, the Chief Executive Officer, a self-appointed member of the Board of Managers and the designated Chairman of the Board of Managers. Pending appointment of the second member of the Board of Managers over which Mr. Stroup has appointment authority, Mr. Stroup has two votes on the Board of Managers.

- **Anthony F. DiCrocce**  
4 Cobb Avenue  
Manchester, MA 01948  
*Citizenship:* USA

Anthony F. DiCrocce is a controlling member of the Applicant and a self-appointed member of the Board of Managers.

- **Patrick Hendy\***  
201 North Union Street, Suite 300  
Alexandria, VA 22314  
*Citizenship:* USA

\*Patrick Hendy is a member of the Applicant's Board of Managers appointed by Columbia Investors. Mr. Hendy is neither an officer nor a director in any of the Columbia Investors entities. In addition, he does not control or have any relationship with the Columbia Investors entities that would constitute affiliation or control.

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\*\* License acquisition costs will be funded in part through the issuance of preferred equity units. Depending upon the costs of the acquired licenses, the relative total equity holdings of the participants may change. Any changes will be reported in the long form application. The issuance of preferred equity units does not alter the control structure.

- **Jonathan Patty\***  
75 State Street, Suite 2500  
Boston, MA 02109  
*Citizenship: USA*

\*Jonathan Patty is a member of the Applicant's Board of Managers appointed by M/C Investors. Mr. Patty is neither an officer nor a director in any of the M/C Investors entities. In addition, he does not control or have any relationship with the M/C Investors entities that would constitute affiliation or control.

## **Part 2. Indirect Ownership**

Following is information pertaining to parties holding indirect interests in Applicant equal to 10% or more:

- (1) **M/C VP V, L.L.C.**  
75 State Street, Suite 2500  
Boston, MA 02109  
*Citizenship: USA*

\*M/C VP V, L.L.C., is general partner of M/C Venture Partners V, L.P., which holds a non-controlling interest in the Applicant and 36.103% of the Applicant's equity. Under the Commission's multiplier rules, M/C VP V, L.L.C., has an indirect 36.103% interest in the Applicant.

- (2) **Columbia Capital Equity Partners III, L.P. \***  
201 North Union Street, Suite 300  
Alexandria, VA 22314  
*Citizenship: USA*

\*Columbia Capital Equity Partners III, L.P., is general partner of (i) Columbia Capital Equity Partners III (QP), L.P., which holds a non-controlling interest in the Applicant and 20.539% of the Applicant's common equity units; (ii) Columbia Capital Equity Partners III (Cayman), L.P., which holds a non-controlling interest in the Applicant and 11.279% of the Applicant's common equity units, and (iii) Columbia Capital Equity Partners III (AI), L.P., which holds a non-controlling interest in the Applicant and 1.135% of the Applicant's common equity units. Columbia Capital Equity Partners III, L.P., also is the managing member of (a) Columbia Capital Investors III, L.L.C., which holds a non-controlling interest in the Applicant and 5.068% of the Applicant's common equity units, and (b) Columbia Capital Employee Investors III, L.L.C., which holds a non-controlling interest in the Applicant and 0.047% of the Applicant's

common equity units. Under the Commission's multiplier rules, Columbia Capital Equity Partners III, L.P., has an indirect 38.068% interest in the Applicant.

- (3) **Columbia Capital III, LLC\***  
201 North Union Street, Suite 300  
Alexandria, VA 22314  
Citizenship: USA

\*Columbia Capital III, LLC is the General Partner of Columbia Capital Equity Partners III, L.P., which in turn, is the General Partner or Managing Member of the Columbia Capital entities described above which hold a 38.068% indirect interest in the Filer. Under the Commission's multiplier rules, Columbia Capital III, LLC also has an indirect 38.068% interest in the Filer.

### Part III. Other Disclosable Interests and Entities

CSM Wireless, LLC, the Applicant, does not hold any FCC licenses or have any applications pending before the Commission.

Thomas A. Stroup, Patrick Hendy and Jonathan Patty, who each have a controlling interest in the Applicant, do not hold any FCC licenses nor have any applications pending before the Commission.

Anthony F. DiCrocce, who also has a controlling interest in the Applicant, holds a 25% indirect interest in DiComm Wireless LLP ("Dicomm"), which holds a personal communications service license. Dicomm's principal business is the provision of wireless services.

The M/C Investors and the Columbia Investors hold a non-controlling ownership interests in the Applicant that is equal to or greater than 10 percent and have various 10 percent or greater interests in the following entities that hold, or are applicants for, FCC licenses or are regulated by the FCC:

FCC-Regulated Entity or Applicant for an FCC License	Principal Business
Cleveland Unlimited License Sub, LLC	Provision of wireless services
Dominion 700, Inc.	Provision of wireless services
Coral Wireless, LLC	Provision of wireless services
WCS Wireless License Subsidiary, LLC	Provision of wireless services

FCC-Regulated Entity or Applicant for an FCC License	Principal Business
KVNA Acquisition, LLC <sup>1</sup>	Radio Broadcast Applicant
Cavalier Telephone Corporation	Provision of wireline telecommunication services
Florida Digital Network, Inc. d/b/a FDN Communications	Provision of wireline telecommunications services
MetroPCS California/Florida, Inc. <sup>2</sup>	Provision of wireless services
GWI PCS 1, Inc.	Provision of wireless services
GWI PCS 2, Inc.	Provision of wireless services
GWI PCS 3, Inc.	Provision of wireless services
GWI PCS 4, Inc.	Provision of wireless services
GWI PCS 5, Inc.	Provision of wireless services
GWI PCS 6, Inc.	Provision of wireless services
GWI PCS 7, Inc.	Provision of wireless services
GWI PCS 8, Inc.	Provision of wireless services
GWI PCS 9, Inc.	Provision of wireless services

<sup>1</sup> KVNA Acquisition, LLC currently does not hold any FCC licenses; nor is it considered an FCC regulated business at this time. Therefore, it is not listed as an FCC regulated business for any disclosable interest on CSM's FCC Form 602.

<sup>2</sup> M/C Venture Partners V, LP and M/C Venture Investors, LLC, along with other investors who do not hold an ownership interest in CSM, collectively hold 10.43% ownership interest in MetroPCS Communications, Inc., Metro PCS California/Florida, Inc. and the fourteen (14) GWI entities listed above. However, M/C Venture Partners V, LP and M/C Venture Investors, LLC individually do not own a 10% or greater interest in these entities. Therefore, Royal Street is not listed as an FCC regulated business on CSM's FCC Form 602 for M/C Venture Partners V, LP (which is a disclosable interest in CSM for purposes of the FCC Form 602 because it owns 10% or more ownership interest in CSM).

FCC-Regulated Entity or Applicant for an FCC License	Principal Business
GWI PCS 10, Inc.	Provision of wireless services
GWI PCS 11, Inc.	Provision of wireless services
GWI PCS 12, Inc.	Provision of wireless services
GWI PCS 13, Inc.	Provision of wireless services
GWI PCS 14, Inc.	Provision of wireless services
Harbor Guardband, LLC <sup>3</sup>	Provision of guard band services
ICG Communications, Inc.	Provision of wireline telecommunications services
Rapid Communications, LLC	Cable Operator
Elantic Telecom, Inc.	Provider of lit fiber services
TX-11 NewCo, LLC	Provision of wireless services
Royal Street Communications, LLC <sup>4</sup>	Provision of wireless services

<sup>3</sup> M/C Venture Investor's, L.L.C. owns a 46.80 post-redemption interest in Harbor Guardband, LLC. However, because M/C Venture Investors, L.L.C. is not considered a disclosable interest (it has less than 10 percent ownership interest in CSM), its interest in Harbor Guardband is not listed on CSM's FCC Form 602.

<sup>4</sup> M/C Venture Partners V, LP and M/C Venture Investors, LLC, along with other investors who do not hold an ownership interest in CSM, collectively hold 10.43% ownership interest in MetroPCS Communications, Inc., which in turn, holds an indirect 85% interest in Royal Street Communications, LLC ("Royal Street")(applying the multiplier rule, the interest is 10.43%). However, M/C Venture Partners V, LP and M/C Venture Investors, LLC individually do not own a 10% or greater interest in Royal Street. Therefore, Royal Street is not listed as an FCC regulated business on CSM's FCC Form 602 for M/C Venture Partners V, LP (which is a disclosable interest in CSM for purposes of the FCC Form 602 because it owns 10% or more ownership interest in CSM).

**CLOSED BIDDING ELIGIBILITY**

As demonstrated below, CSM Wireless, LLC ("CSM") qualifies to hold those Auction 58 licenses won in closed bidding because, as of the FCC Form 175 filing deadline, CSM, together with its affiliates, its controlling interests, and affiliates of its controlling interests, have combined gross revenues of less than \$125 million for the preceding two years (2003 and 2002) and combined total assets of less than \$500 million. 47 C.F.R. § 24.709(a).

Aggregate Gross Revenues 2002: **\$7,316,049.20**  
Aggregate Gross Revenues 2003: **\$5,251,076.40**  
Total Assets: **\$21,027,929.55**

ENTITY	GROSS REVENUES FOR 2002	GROSS REVENUES FOR 2003	TOTAL ASSETS
CSM Wireless, LLC <i>(the Applicant)</i>	\$0	\$0	\$1,000
Thomas A. Stroup <sup>1</sup> <i>(a controlling interest of the Applicant)</i>	See Note 1.	See Note 1.	See Note 1.
Capital Broadcasting, LLC <i>(an affiliate of a controlling interest of the Applicant)</i>	\$0	\$0	\$30,000
NuRide, Inc.	\$0	\$112,500	\$166,000

<sup>1</sup> As an individual, the personal net worth and income of Mr. Stroup are not attributable to CSM Wireless, LLC. See 47 C.F.R. § 1.2110(c)(2)(ii)(F). Assets and revenues of Mr. Stroup's affiliates, if any, are listed.

<i>(an affiliate of a controlling interest of the Applicant)</i>			
<b>SquareLoop, Inc.</b> <i>(an affiliate of a controlling interest of the Applicant)</i>	\$0	\$0	\$4,500
<b>Telconet Services, Inc.</b> <i>(an affiliate of a controlling interest of the Applicant)</i>	\$0	\$0	\$5,100
<b>GroupServe, Inc.</b> <i>(an affiliate of a controlling interest of the Applicant)</i>	\$0	\$0	\$500,000
<b>The Thomas A. Stroup Living Trust<sup>2</sup></b> <i>(an affiliate of a controlling interest of the Applicant)</i>	\$20,452	\$27,500	\$1,300,000
<b>Stroup Family L.P.<sup>3</sup></b> <i>(an affiliate of a controlling interest of the Applicant)</i>	\$8,329	\$0	\$2,540,000

<sup>2</sup> This living trust was formed by Mr. Stroup to hold personal assets for estate planning purposes. It is not a business entity. The Applicant considers this to be an element of personal net worth that is not attributable to the Applicant. See 47 C.F.R. § 1.2110(c)(2)(ii)(F). It is included out of an abundance of caution in the interest of full disclosure.

<sup>3</sup> This is a family partnership established by Mr. Stroup for estate planning purposes. It is not a business entity. The Applicant considers this to be an element of personal net worth that is  
(continued...)



<b>Patrick Hendy<sup>4</sup></b> <i>(a controlling interest of the Applicant)</i>	See Note 4.	See Note 4.	See Note 4.
<b>Jonathon Patty<sup>5</sup></b> <i>(a controlling interest of the Applicant)</i>	See Note 5.	See Note 5.	See Note 5.
<b>Anthony F. DiCrocce<sup>6</sup></b> <i>(a controlling interest of the Applicant)</i>	See Note 6.	See Note 6.	See Note 6.
<b>Adval Communications Inc.</b> <i>(an affiliate of a controlling interest of the Applicant)</i>	\$4,108,147	\$3,853,900	\$2,716,981
<b>DiComm GP</b> <i>(an affiliate of a</i>	\$2,831,000	\$948,026	\$6,634,076

(...continued)

not attributable to the Applicant. See 47 C.F.R. § 1.2110(c)(2)(ii)(F). It is included out of an abundance of caution in the interest of full disclosure.

<sup>4</sup> As an individual, the personal net worth and income of Mr. Hendy are not attributable to CSM Wireless, LLC. See 47 C.F.R. § 1.2110(c)(2)(ii)(F). Assets and revenues of Mr. Hendy's affiliates, if any, are listed.

<sup>5</sup> As an individual, the personal net worth and income of Mr. Patty are not attributable to CSM Wireless, LLC. See 47 C.F.R. § 1.2110(c)(2)(ii)(F). Assets and revenues of Mr. Patty's affiliates, if any, are listed.

<sup>6</sup> As an individual, the personal net worth and income of Mr. DiCrocce are not attributable to CSM Wireless, LLC. See 47 C.F.R. § 1.2110(c)(2)(ii)(F). Assets and revenues of Mr. DiCrocce's affiliates, if any, are listed.

<i>controlling interest of the Applicant)</i>			
<b>DiComm Wireless LLP</b> <i>(an affiliate of a controlling interest of the Applicant)</i>	\$0	\$0	\$300,222
<b>DiComm Ventures Inc.</b> <i>(an affiliate of a controlling interest of the Applicant)</i>	\$173,759	\$146,653	\$346,917
<b>The Albert F. DiCrocce Trust FBO Child 1<sup>7*</sup></b> <i>(an affiliate of a controlling interest of the Applicant)</i>	\$54,963.10	\$59,883.90	\$2,023,979.15
<b>The Albert F. DiCrocce Trust FBO Child 2<sup>7*</sup></b> <i>(an affiliate of a controlling interest of the Applicant)</i>	\$89,581.50	\$77,314.80	\$2,008,287.39
<b>The Albert F. DiCrocce Grandchildren's Trust FBO Child 3<sup>7*</sup></b> <i>(an affiliate of a</i>	\$4,906.90	\$9,286.20	\$522,860.58

<sup>7</sup> This is a family trust containing personal assets established for estate planning purposes. It is not a business entity. The Applicant considers this to be an element of personal net worth that is not attributable to the Applicant. See 47 C.F.R. § 1.2110(c)(2)(ii)(F). It is included out of an abundance of caution in the interest of full disclosure.

\* Due to privacy concerns the names of grantor's children have been removed from trust name.

<i>controlling interest of the Applicant)</i>			
<b>The Albert F. DiCrocce Grandchildren's Trust FBO Child 4<sup>7*</sup></b> <i>(an affiliate of a controlling interest of the Applicant)</i>	\$4,906.00	\$9,285.00	\$522,868.55
<b>The DiCrocce Family Foundation<sup>7</sup></b> <i>(an affiliate of a controlling interest of the Applicant)</i>	\$13,825.50	\$4,035.00	\$1,021,906.09
<b>Anthony F. DiCrocce C/F UTMA 1 MA<sup>7*</sup></b> <i>(an affiliate of a controlling interest of the Applicant)</i>	\$415.00	\$401.90	\$105,263.86

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\* Due to privacy concerns the names of grantor's children have been removed from trust name.

<b>Anthony F. DiCrocce C/F UTMA 2 MA<sup>7*</sup></b> <i>(an affiliate of a controlling interest of the Applicant)</i>	\$415.00	\$401.90	\$105,247.90
<b>Anthony F. DiCrocce C/F UTMA 3 MA<sup>7*</sup></b> <i>(an affiliate of a controlling interest of the Applicant)</i>	\$415.00	\$401.90	\$105,247.90
<b>Child 1 Trust<sup>7*</sup></b> <i>(an affiliate of a controlling interest of the Applicant)</i>	\$4,934.20	\$1,486.80	\$67,472.13
<b>TOTAL:</b>	<b>\$7,316,049.20</b>	<b>\$5,251,076.40</b>	<b>\$21,027,929.55</b>

Thomas A. Stroup, the Applicant's Chief Executive Officer, certifies that the above total assets and gross revenues of the Applicant, its affiliates, and the affiliates of its controlling interests have been prepared in accordance with GAAP and are accurate, to the best of his knowledge.

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\* Due to privacy concerns the names of grantor's children have been removed from trust name.

**ENTREPRENEUR ELIGIBILITY**  
**STATUS AS A VERY SMALL BUSINESS**

As demonstrated below, CSM Wireless, LLC ("CSM") qualifies as a "very small business" and is entitled to a 25 percent bidding credit on its C and F block Auction 58 licenses because, as of the FCC Form 175 filing deadline, it, together with its affiliates, its controlling interests, and affiliates of its controlling interests, have average annual gross revenues of not more than \$15 million for the preceding three years (2003, 2002, and 2001). 47 C.F.R. § 24.720 (b)(2).

Aggregate Gross Revenues 2001:	\$6,341,941.40
Aggregate Gross Revenues 2002:	\$7,316,049.20
Aggregate Gross Revenues 2003:	\$5,251,076.40
Average Gross Revenues (2001-2003):	\$6,303,022.35

ENTITY	GROSS REVENUES FOR 2001	GROSS REVENUES FOR 2002	GROSS REVENUES FOR 2003	AVERAGE GROSS REVENUES FOR PREVIOUS 3 YEARS
CSM Wireless, LLC <i>(the Applicant)</i>	\$0	\$0	\$0	\$0
Thomas A. Stroup <sup>1</sup> <i>(a controlling interest of the Applicant)</i>	See Note 1.	See Note 1.	See Note 1.	See Note 1.
Capital Broadcasting, LLC <i>(an affiliate of a controlling interest of the Applicant)</i>	\$0	\$0	\$0	\$0

<sup>1</sup> As an individual, the personal net worth and income of Mr. Stroup are not attributable to CSM Wireless, LLC. See 47 C.F.R. § 1.2110(c)(2)(ii)(F). Revenues of Mr. Stroup's affiliates, if any, are listed.

<b>NuRide, Inc.</b> <i>(an affiliate of a controlling interest of the Applicant)</i>	\$0	\$0	\$112,500	\$37,500
<b>SquareLoop, Inc.</b> <i>(an affiliate of a controlling interest of the Applicant)</i>	\$0	\$0	\$0	\$0
<b>Telconet Services, Inc.</b> <i>(an affiliate of a controlling interest of the Applicant)</i>	\$0	\$0	\$0	\$0
<b>GroupServe, Inc.</b> <i>(an affiliate of a controlling interest of the Applicant)</i>	\$0	\$0	\$0	\$0
<b>The Thomas A. Stroup Living Trust</b> <i>(an affiliate of a controlling interest of the Applicant)</i>	\$42,237	\$20,452	\$27,500	\$30,063
<b>Stroup Family L.P.</b> <i>(an affiliate of a controlling interest of the Applicant)</i>	\$4935	\$8329	\$0	\$4421.33
<b>Patrick Hendy<sup>2</sup></b> <i>(a controlling interest of the Applicant)</i>	See Note 2.	See Note 2.	See Note 2.	See Note 2.
<b>Jonathon Patty<sup>3</sup></b> <i>(a controlling interest of the Applicant)</i>	See Note 3.	See Note 3.	See Note 3.	See Note 3.

<sup>2</sup> As an individual the personal net worth and income of Mr. Hendy are not attributable to CSM Wireless, LLC. See 47 C.F.R. § 1.2110(c)(2)(ii)(F). Revenues of Mr. Hendy's affiliates, if any, are listed.

<b>Anthony F. DiCrocce<sup>4</sup></b> <i>(a controlling interest of the Applicant)</i>	See Note 4.	See Note 4.	See Note 4.	See Note 4.
<b>Adval Communications Inc.</b> <i>(an affiliate of a controlling interest of the Applicant)</i>	\$5,411,344	\$4,108,147	\$3,853,900	\$4,457,797
<b>DiComm GP</b> <i>(an affiliate of a controlling interest of the Applicant)</i>	\$687,687	\$2,831,000	\$948,026	\$1,488,904.33
<b>DiComm Wireless LLP</b> <i>(an affiliate of a controlling interest of the Applicant)</i>	\$0	\$0	\$0	\$0
<b>DiComm Ventures Inc.</b> <i>(an affiliate of a controlling interest of the Applicant)</i>	\$183,000	\$173,759	\$146,653	\$167,804
<b>The Albert F. DiCrocce Trust FBO Child 1<sup>5</sup></b> <i>(an affiliate of a controlling interest of the Applicant)</i>	\$120.00	\$54,963.10	\$59,883.90	\$38,322.33

(...continued)

<sup>3</sup> As an individual the personal net worth and income of Mr. Patty are not attributable to CSM Wireless, LLC. See 47 C.F.R. § 1.2110(c)(2)(ii)(F). Revenues of Mr. Patty's affiliates, if any, are listed.

<sup>4</sup> As an individual, the personal net worth and income of Mr. DiCrocce are not attributable to CSM Wireless, LLC. See 47 C.F.R. § 1.2110(c)(2)(ii)(F). Revenues of Mr. DiCrocce's affiliates, if any, are listed.

<sup>5</sup> This is a family trust containing personal assets established for estate planning purposes. It is not a business entity. The Applicant considers this to be an element of personal net worth that is not attributable to the Applicant. See 47 C.F.R. § 1.2110(c)(2)(ii)(F). It is included out of an abundance of caution in the interest of full disclosure.

(continued...)

<b>The Albert F. DiCroce Trust FBO Child 2<sup>5*</sup></b> <i>(an affiliate of a controlling interest of the Applicant)</i>	\$4,125	\$89,581.50	\$77,314.80	\$57,007.10
<b>The Albert F. DiCroce Grandchildren's Trust FBO Child 3<sup>5*</sup></b> <i>(an affiliate of a controlling interest of the Applicant)</i>	\$0	\$4,906.90	\$9,286.20	\$4,731.03
<b>The Albert F. DiCroce Grandchildren's Trust FBO Child 4<sup>5*</sup></b> <i>(an affiliate of a controlling interest of the Applicant)</i>	\$0	\$4,906.00	\$9,285	\$4,730.33
<b>The DiCroce Family Foundation<sup>5</sup></b> <i>(an affiliate of a controlling interest of the Applicant)</i>	\$0	\$13,825.50	\$4,035.00	\$5,953.50
<b>Anthony F. DiCroce C/F UTMA 1 MA<sup>5*</sup></b> <i>(an affiliate of a controlling interest of the Applicant)</i>	\$0	\$415.00	\$401.90	\$272.30

(...continued)

- \* Due to privacy concerns the names of grantor's children have been removed from trust name.
- \* Due to privacy concerns the names of grantor's children have been removed from trust name.
- \* Due to privacy concerns the names of grantor's children have been removed from trust name.



<b>Anthony F. DiCroce C/F UTMA 2 MA<sup>5*</sup></b> <i>(an affiliate of a controlling interest of the Applicant)</i>	\$0	\$415.00	\$401.90	\$272.30
<b>Anthony F. DiCroce C/F UTMA 3 MA<sup>5*</sup></b> <i>(an affiliate of a controlling interest of the Applicant)</i>	\$0	\$415.00	\$401.90	\$272.30
<b>Child 1 Trust<sup>5*</sup></b> <i>(an affiliate of a controlling interest of the Applicant)</i>	\$8,493.50	\$4,934.20	\$1,486.80	\$4,971.50

**Total Combined Average Gross Revenues for the Previous 3 Years for the Applicant, Its Affiliates, Its Controlling Interests and Their Affiliates: \$6,303,022.35**

Thomas A. Stroup, the Applicant's Chief Executive Officer, certifies that the above gross revenues of the Applicant, its affiliates, and the affiliates of its controlling interests have been prepared in accordance with GAAP and are accurate, to the best of his knowledge.

**AGREEMENTS AND OTHER INSTRUMENTS**

**I. Agreements Disclosed Pursuant to Section 1.2105 of the Commission's Rules:**

CSM reported in its FCC Form 175 application that it had an auction-related agreement, arrangement or understanding with Cleveland Unlimited LLC and Cleveland Unlimited, Inc. (collectively, "CUI"). This exhibit provides a detailed explanation of the terms and conditions of the reported agreement, arrangement or understanding.

Prior to the submission of the CSM FCC Form 175, an oral agreement in principle was reached between CSM and CUI pursuant to which CUI agreed that it would assist CSM with the construction and operation of PCS systems in any market area licensed to CSM in Auction No. 58 that was sufficiently geographically proximate to the Cleveland/Akron market (BTA084) in which CUI held the F Block License (KNLH246) for there to be efficiencies to be gained by operating on a cooperative basis. CUI itself was not an applicant in Auction No. 58.

CSM was the high bidder on a number of licenses that are proximate to the Cleveland/Akron market (e.g. BTA084, BTA093, BTA095, BTA204 and BTA317) (the "Proximate Markets") and both CSM and CUI have elected to continue to pursue the cooperative arrangement. No definitive agreements have yet been reached, but the parties have exchanged drafts of a Services Agreement and a Right of First Refusal and Put Agreement in the course of their continuing negotiations. Additionally, the parties are contemplating entering into a short term consulting agreement pursuant to which CUI will provide to CSM site acquisition and related services. Brief descriptions of these draft agreements in their current stage follow:

**A. Services Agreement**

Subject to CSM's oversight, review, supervision and control, CUI will agree to provide support services in connection with the design, construction, maintenance and operation of broadband PCS systems in the Proximate Markets that are technically and operationally compatible with the CUI Cleveland/Akron system. In consideration for these services, CSM will agree to sell a portion of its network capacity in the Proximate Markets to CUI on a wholesale basis. CUI also will agree to assist CSM in securing the benefit of CUI vendor discounts and other third-party arrangements by having CUI acquire such equipment and facilities on its own account and leasing it to CSM where feasible. In addition, CUI has agreed to use commercially reasonable efforts to assist CSM in securing financing for the construction and operation of the CSM systems.

**B. Right of First Refusal and Put Agreement**

This agreement will grant CUI certain rights of first refusal to acquire the interests or assets of CSM in the event of a proposed sale of such interests or assets to a third party. The CUI rights are subordinated to any such rights arising out of the CSM LLC Agreement among and between CSM and the CSM Members. This agreement also will grant CSM and its Members certain put rights and exchange rights that enable the CSM Members to exchange their interests in CSM for interests in CUI in the event of a consolidation of the ownership of the companies' operations.

**II. Agreements Supporting Status as an Entrepreneur**

CSM Wireless, LLC ("CSM" or "the Company") is a limited liability company ("LLC") formed under the laws of the State of Delaware. The controlling members of CSM are Thomas A. Stroup and Anthony F. DiCroce, both of whom are U.S. Citizens.

The Limited Liability Company Agreement of CSM (the "LLC Agreement") expressly establishes Messrs. Stroup and DiCroce as the "Controlling Members" of CSM with both *de facto* and *de jure* control of CSM. This control manifests itself in many ways, including:

- The LLC Agreement expressly accords the Controlling Members control of the Company as provided in Sections 1.2110 and 24.720 of the FCC Rules (LLC Agreement, Sections 6.1(a)).
- The LLC Agreement places day-to-day control of the Company in the hands of the Board of Managers (the "Board"), not in the Members of the company (the "Members"). The LLC Agreement expressly provides that the Members, in such capacity, shall have no part in the management of the Company, and shall have no authority or right to act on behalf of or bind the Company in connection with any matter, except as expressly authorized by the Board and consistent with the FCC's rules (LLC Agreement, Section 6.1(b)).
- The Board consists of five Managers and Messrs. Stroup and DiCroce have the unfettered right to appoint three (3) of the five (5) Managers of the Board. Specifically, Mr. Stroup has the express contractual authority to appoint two Managers of the Board and Mr. DiCroce has the express contractual authority to appoint one Manager (LLC Agreement, Section 6.1(b)(ii) and (iii)). Mr. Stroup has exercised his appointment authority by appointing himself to the Board, and pending his appointment of the second Board

Manager over which Mr. Stroup has appointment authority, the LLC Agreement gives Mr. Stroup two votes on matters coming before the Board (LLC Agreement, Section 6.1b(ii)). Mr. DiCroce has exercised his appointment authority by appointing himself to the Board.

- The LLC Agreement provides that no person shall be designated or elected to serve on the Board of Managers if such service would cause the Company to lose its designated entity ("DE") status as an Entrepreneur or as a Very Small Business (LLC Agreement, Section 6.1(b)).
- The LLC Agreement designates Mr. Stroup as the Chief Executive Officer ("CEO") and Mr. DiCroce, as the Chief Operating Officer ("COO") of the Company (LLC Agreement, Section 6.4(a)). The Board, by majority rule, may appoint such other officers as are deemed appropriate to carry out the business of the Company, and the appointed officers may be removed from the board by majority vote of the Board, with or without cause, at any time.
- Except for certain major corporate matters outlined in Section A (2) below, decisions of the Board are made by a simple majority vote of the Managers of the Board (LLC Agreement, Section 6.1(d)). Under the LLC Agreement, the Board has the authority, by simple majority vote, among other things:
  - (i) to execute and deliver or to authorize the execution and delivery of real and personal property (whether leased or owned), contracts, deeds, licenses, instruments of transfer and other documents in the ordinary course of business on behalf of CSM;
  - (ii) to employ, retain, consult with and dismiss such personnel as may be required;
  - (iii) to establish and enforce limits of authority and internal controls with respect to all personnel and functions;
  - (iv) to engage attorneys, consultants, accountants and other agents, professionals and representatives of and for CSM;
  - (v) to develop or cause to be developed accounting procedures for the maintenance of CSM's books of account;

- (vi) to make tax elections in a manner which, unless the Members otherwise agree, will maximize or accelerate tax deductions or minimize or defer taxable income;
- (vii) to select the type of technology used in the business or make changes to such selection;
- (viii) to make pricing decisions with respect to products and services offered pursuant to the business;
- (ix) to change the fiscal year of CSM;
- (x) to employ, discharge or replace any manager for any or all of the CSM systems;
- (xi) to determine the trademarks under which CSM will market its services; and
- (xii) to do all such other acts as shall be specifically authorized in the LLC Agreement or by the Members unanimously in writing from time to time.

A brief summary of other key provisions of the LLC Agreement follows. A complete copy of the LLC Agreement, and the related agreements described in this Exhibit, will be provided to the Commission for review upon request.

**A. Limited Liability Company Agreement of CSM Wireless, LLC**

CSM is a newly formed entity established to provide commercial mobile radio service and to allow the Company to participate in FCC Auction No. 58 as an "Entrepreneur" and as a "Very Small Business" ("VSB") DE, thereby enabling CSM to bid on "Closed" licenses and to qualify for a 25% bidding credit for "Open" licenses in the Auction.

CSM is organized under the laws of the State of Delaware for an initial term of fifteen years, unless terminated earlier as specified in the LLC Agreement. Messrs. Stroup and DiCrocce collectively hold 15% of the Company's common equity in CSM represented by Common Units\*. The remaining 85% of the common equity is held by other institutional and individual investors (the "Investor Members"). As earlier noted, the Members' equity percentages do not

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\* Mr. Stroup holds 7.6%; Mr. DiCrocce holds 7.4%.

reflect the control of the enterprise because CSM is managed and controlled by its Board, which in turn is controlled by Messrs. Stroup and DiCroce. As indicated in Exhibit A, the only Investor Members with more than 10% of the CSM common equity are institutional investor groups identified in Exhibit A as "M/C Investors" and "Columbia Investors".

1. Qualification as a Very Small Business

The LLC Agreement expressly provides that Messrs. Stroup and DiCroce shall be vested with control of CSM within the meaning of Sections 1.2110 and 24.720 of the FCC's rules (LLC Agreement, Section 6.1(a)). If questions arise as to whether the LLC Agreement is consistent with those rules, the LLC Agreement requires the parties to cooperate in a good faith effort to reform the LLC Agreement in a manner consistent with those rules. The LLC Agreement also contains various covenants designed to ensure CSM's continued eligibility as a DE to the extent necessary under the FCC's rules (LLC Agreement, Section 4.1).

2. Management

As earlier noted, CSM is managed by the Board that consists of five (5) Managers, three members of which are appointed by Messrs. Stroup and DiCroce and one of which is appointed by each of M/C Investors and Columbia Investors. Recognizing that every Board Manager will be deemed a "controlling interest" of CSM, the LLC Agreement provides that no Board Manager may be appointed if the Manager would create affiliations that would result in CSM not qualifying as a very small business DE (LLC Agreement, Section 6.1(b)).

At present, Mr. Stroup has two votes on the Board and Mr. DiCroce has one, with the result that the Controlling Members have three votes on any matter coming before the Board. The two remaining Managers appointed by the Investor Members are Patrick Hendy and Jonathan Patty. Neither Mr. Hendy nor Mr. Patty have affiliates that affect CSM's designated entity status. See Exhibits C & D.

The LLC Agreement designates Mr. Stroup as the CEO and Mr. DiCroce as the COO of the Company, and empowers the Board, by majority vote, to appoint such other officers as the Board shall deem appropriate to carry out the business of CSM. At present, CSM is in its start-up, phase and the only designated officers are Messrs. Stroup and DiCroce.

In order to protect the legitimate interests of the non-controlling Investor Members, certain specified major corporate actions require more than a simple majority vote of the Board. These super-majority provisions are patterned after non-controlling investor protections previously found by the FCC to be appropriate in DE arrangements. The approval of 66-2/3% of

the non-controlling Investor Members is required to take action with respect to the following major company matters:

- (i) the acquisition by CSM of any new spectrum licenses, other than in the ordinary course of business;
- (ii) changes in accounting methodology;
- (iii) approval of annual financial statements;
- (iv) changes in the compensation for CSM senior management, except for routine cost-of-living adjustments in the ordinary course of business;
- (v) adoption of any equity incentive compensation plan or scheme;
- (vi) any sale, lease, exchange, transfer or disposal of any licenses, except as otherwise expressly provided in the LLC Agreement;
- (vii) expenditures in excess of \$1 million;
- (viii) the incurrence of indebtedness in any single transaction or series of related transactions that is in an amount in excess of \$2 million or otherwise significantly encumbering CSM assets;
- (ix) the direct or indirect sale, lease, exchange, transfer, disposal or other disposition of any beneficial or economic interest in any CSM asset or business (excepting transfers to a wholly owned subsidiary) in any single transaction or series of related transactions with a market value in excess of \$1 million;
- (x) any fundamental change in CSM's corporate or capital structure, including a merger, consolidation or dissolution, or conversion to a corporation;
- (xi) any transaction not otherwise provided for in the LLC Agreement that is not in the ordinary course of business;
- (xii) any material amendments to the organizational documents of CSM;
- (xiii) increasing or decreasing the size of the Board;
- (xiv) any material change in the business of CSM;
- (xv) any deviation of more than 10% from the aggregate annual budget approved by the Board of Managers or any deviation of more than \$500,000 from any line item in such annual budget;
- (xvi) the declaration of any distributions other than as expressly provided in the

LLC Agreement;

- (xvii) the redemption or repurchase of any membership interests other than expressly provided in the LLC Agreement;
- (xviii) the appointment of a liquidating trustee in the event of a liquidation of CSM or the voluntary initiation or continuation by CSM of bankruptcy or liquidation proceedings;
- (xix) the admission of any additional members or the issuance of any new or additional membership interests or any option, warrant or other debt or equity interest convertible into or evidencing the right to acquire any membership interest in CSM, except as otherwise expressly provided in the Agreement;
- (xx) the purchase of directors and officers liability insurance;
- (xxi) entering into the agreements with Cleveland Unlimited Inc. contemplated by Section 4.2 of the LLC Agreement (as more particularly described below).

3. Capital Contributions

As of the date hereof, Mr. Stroup and Mr. DiCrocce collectively own 15% of the Common Units in CSM. As of the final payment date, Mr. Stroup and Mr. DiCrocce will have collectively made capital contributions to the Company for the purchase of 15% of the Common Units in CSM in the aggregate amount of \$1,020,684. None of the funds invested by Messrs. Stroup or DiCrocce have been loaned or provided to them by any of the Investor Members. As of the final payment date, the Investor Members will have made capital contributions to the Company for the purchase of 85% of the Common Units in CSM in the aggregate amount of \$6,350,541.

As of the final payment date, the Investor Members will have collectively made capital contributions to the Company for the purchase of Class A Preferred Units in CSM in the aggregate amount of \$67,241,025. Class A Preferred Units in CSM earn a preferred return at a rate of 18% per annum and enjoy priority rights with regard to any distributions of Company profits or upon dissolution. However, Class A Preferred Units in CSM have no voting rights (except that Investor Members who hold Class A Preferred Units in CSM have investor protections as described above with regard to the approval of certain major corporate actions).

4. Financing



Subject to Board approval, CSM is able to borrow funds required for the construction and operation of its wireless properties from any commercial lending source. In order to assure access to the necessary capital to acquire the target licenses, the Members of CSM made various commitments to acquire Common Units and Class A Preferred Units in CSM in amounts sufficient to fund the license acquisitions.

5. Transfer Rights and Restrictions

In order to maintain CSM's DE qualifications and maintain stability in its operations, the members of CSM, including Messrs. Stroup and DiCroce, have agreed that, except under limited circumstances, they shall not transfer, without prior written consent, any or all of their respective interests in CSM until the fifth anniversary of the LLC Agreement. Subject to compliance with any Commission requirements, Messrs. Stroup and DiCroce may transfer their respective membership interests to a trust or similar vehicle formed for estate planning purposes, and the Investor Members may transfer their interests to one or more of their respective affiliates, without prior written consent.

Messrs. Stroup and DiCroce each also have the right, but not the obligation, to put their respective interests in CSM to the Company (the "Put") at various times after the stations are placed in operation and up to the time that is 6 months before the 7th anniversary of the license grant date, at prices established in the LLC Agreement. The Put right has been patterned generally after similar rights approved by the Commission in other DE arrangements. Messrs. Stroup and DiCroce may exercise this Put right unilaterally, subject only to obtaining FCC consent before closing. The Investor Members do not have an option or "call" right with respect to Messrs. Stroup and DiCroce's interests in CSM. The Investor Members who are institutional investors have guaranteed the financial obligation of the Company in the event the Put right of a Controlling Member is exercised.

The Investor Members also have certain rights of first refusal with regard to a proposed sale by Messrs. Stroup and DiCroce or any Investor Member of their membership interests in CSM. Again, the rights of first refusal have been patterned after similar rights approved by the Commission in other DE arrangements. The LLC Agreement also grants various rights of first refusal to the Investor Members in the event the Company receives and votes to accept an offer to dispose of the Company's assets (LLC Agreement, Section 5.3).

6. Agreement with Cleveland Unlimited, Inc. ("CUI").

The LLC Agreement obligates the Company to use commercially reasonable efforts to enter into one or more cooperative agreements with CUI, the licensee of the F Block PCS Station in BTA084 – Cleveland/Akron, Ohio (KNLH246). The contemplated agreements are described in greater detail in Section I of this Exhibit E.

7. Other Provisions

Under the LLC Agreement, profits, losses and distributions are shared in accordance with each holder's respective equity interest in CSM, with the holders of Class A Preferred Units enjoying a priority over the holders of Common Units in distributions. (See Article 10). CSM is required to produce annual, quarterly and monthly statements and maintain books and records. In addition, the members are required to indemnify each other for breaches of their respective representations, warranties and covenants. There also are provisions addressing the members' rights in the event of termination or liquidation of the Company, or where a breach by any member or other event results in CSM losing its designated entity status.

**GEOGRAPHIC OVERLAP STATEMENT**

CSM Wireless, LLC ("Applicant") does not hold any CMRS spectrum that would result in a geographic overlap with the spectrum won in Auction 58.

The M/C Investors<sup>1</sup> and Columbia Investors<sup>2</sup>, each of whom holds a non-controlling interest in the Applicant that exceeds 10 percent, have a 10 percent or greater interest in the following licensee that holds CMRS spectrum in the following market in which the Applicant is the high bidder:

Licensee	Block	Spectrum	BTA	Market
Cleveland Unlimited License Sub, LLC	F	10	BTA084	Cleveland-Akron, OH

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1 The M/C Investors consist of M/C Venture Partners V, L.P. and M/C Venture Investors, L.L.C.

2 The Columbia Investors consist of Columbia Capital Equity Partners III (QP), L.P., Columbia Capital Equity Partners III (Cayman), L.P., Columbia Capital Equity Partners III (AI), L.P., Columbia Capital Equity Partners III, L.P., and Columbia Capital Employee Investors III, L.P.

**FCC 602  
Main Form**

**FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services**

Approved by OMB  
3060 - 0799  
See instructions for  
Public burden estimate  
Submitted  
03/23/2005 at 3:17 PM  
File Number:  
**0002097105**

**Filing Type**

1a) <input checked="" type="checkbox"/> Current Filing	<input type="checkbox"/> Proposed Filing
1b) Is the purpose of this filing to report cellular cross-ownership holdings required pursuant to section 1.919 of the Commission's Rules? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If 'Yes', provide an exhibit with this filing that identifies the Rural Service Area market(s) involved, as well as the cellular licensee of which the filer has acquired direct or indirect ownership interest of 10% or greater.	

**Filer Information**

2) First Name (if individual):	MI:	Last Name:	Suffix:
3) Filer Name (if entity): CSM Wireless, LLC			4) FCC Registration Number (FRN): 12198206

**5) Contact Information**

Name and Address: Thomas Gutierrez PO BOX 1650 Tysons Boulevard, Suite 1500 McLean VA 22102	Telephone Number: 202-828-9470 Fax Number: 202-828-8410 E-mail Address:
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**Related FCC Regulated Businesses of Filer**

6a) Name of all FCC-Regulated Businesses owned by Filer (use additional sheets, if necessary):	6b) Principal Business:	6c) FCC Registration Number (FRN):	6d) Percent of Interest Held:
---	----------------------------	---------------------------------------	-------------------------------

**Signature**

**7) Typed or Printed Name of Party Authorized to Sign**

First Name: Thomas	MI: A	Last Name: Stroup	Suffix:
Title: Chief Executive Officer			
Signature: Thomas A Stroup			Date: 3/23/2005
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1) AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

**FCC 602  
Schedule A**

**FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services**

Approved by OMB  
3060 - 0799  
See instructions for  
Public burden estimate

**Schedule for Disclosable Interest Holders**

**Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)**

1) Disclosable Interest Holder's First Name (if individual): Thomas	MI: A	Last Name: Stroup	Suffix:
2) Disclosable Interest Holder's Name (if entity):		3) FCC Registration Number(FRN): 12888616	
4) Disclosable Interest Holder's Address: 478 River Bend Road Great Falls VA 22066			
5) Type of Interest in Filer ( ) (refer to Instructions for a list of codes): Direct Ownership Interest in Filer Officer Key Management Personnel Other: Controlling Interest	6) Disclosable Interest Holder is a (n): ( ) (refer to instructions for list of codes): Individual		7) Percent of Interest Held in Filer: 7.6
8) Disclosable Interest Holder's Type of Ownership ( ) (refer to instructions for a list of codes): Membership Shares		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States US	

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held
CSM Wireless, LLC	Telecommunications	12198206	7.6

**FCC 602  
Schedule A**

**FCC Ownership Disclosure Information for the  
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**Schedule for Disclosable Interest Holders**

**Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)**

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): M/C Venture Partners V, L.P.		3) FCC Registration Number(FRN): 8507279	
4) Disclosable Interest Holder's Address: 75 State Street, Suite 2500 Boston MA 02109			
5) Type of Interest in Filer ( ) (refer to Instructions for a list of codes): Direct Ownership Interest in Filer	6) Disclosable Interest Holder is a (n): ( ) (refer to instructions for list of codes): Limited Partnership	7) Percent of Interest Held in Filer: 35.93	
8) Disclosable Interest Holder's Type of Ownership ( ) (refer to instructions for a list of codes): Membership Shares		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States US	

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held
Cavallier Telephone Corporation	Telecommunications	7157811	26.8
Florida Digital Network, Inc. d/b/a FDN Communications	Telecommunications	3724945	48.7

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held
Coral Wireless, LLC	Telecommunications	9905860	23.19
ICG Communications, Inc.	Telecommunications	8338659	37.84
CSM Wireless, LLC	Telecommunications	12198206	35.93
Cleveland Unlimited License Sub, LLC	Telecommunications	12405064	42.17
TX-11 NewCo LLC	Telecommunications	12287553	47.19
Elantic Telecom, Inc.	Provider of Lit Fiber Services	13102439	37.6

**FCC 602  
Schedule A**

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3060 - 0799  
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Public burden estimate

**Schedule for Disclosable Interest Holders**

**Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)**

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Columbia Capital Equity Partners III (Q.P.), L.P.		3) FCC Registration Number(FRN): 9930942	
4) Disclosable Interest Holder's Address: 201 North Union Street, Suite 300 Alexandria VA 22314			
5) Type of Interest in Filer ( ) (refer to Instructions for a list of codes): Direct Ownership Interest in Filer	6) Disclosable Interest Holder is a (n): ( ) (refer to instructions for list of codes): Limited Partnership	7) Percent of Interest Held in Filer: 20.54	
8) Disclosable Interest Holder's Type of Ownership ( ) (refer to instructions for a list of codes): Membership Shares	9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States US		

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held
Dominion 700, Inc.	Telecommunications	4643581	15.7
Coral Wireless, LLC	Telecommunications	9905860	14.8



10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCCRegistration Number(FRN)	10d)Percent of Interest Held
WCS Wireless License Subsidiary, LLC	Telecommunications	9850488	18.8
ICG Communications, Inc.	Telecommunications	1606300	21.5
Rapid Communications, LLC	Telecommunications	7621766	21.9
CSM Wireless, LLC	Telecommunications	12198206	20.54
Cleveland Unlimited License Sub, LLC	Telecommunications	12405064	21.7
Texas-11 NewCo LLC	Telecommunications	12287553	27.01

**FCC 602  
Schedule A**

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Wireless Telecommunications Services**

Approved by OMB  
3060 - 0799  
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Public burden estimate

**Schedule for Disclosable Interest Holders**

**Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)**

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Columbia Capital Equity Partners III (Cayman), L.P.		3) FCC Registration Number(FRN): 9931122	
4) Disclosable Interest Holder's Address: 201 North Union Street, Suite 300 Alexandria VA 22314			
5) Type of Interest in Filer ( ) (refer to Instructions for a list of codes): Direct Ownership Interest in Filer	6) Disclosable Interest Holder is a (n): ( ) (refer to instructions for list of codes): Limited Partnership		7) Percent of Interest Held in Filer: 11.28
8) Disclosable Interest Holder's Type of Ownership ( ) (refer to instructions for a list of codes): Membership Shares		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States US	

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held
Dominion 700, Inc.	Telecommunications	4643581	11.8
WCS Wireless License Subsidiary, LLC	Telecommunications	9850488	10.3

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCCRegistration Number(FRN)	10d)Percent of Interest Held
ICG Communications, Inc.	Telecommunications	1606300	11.8
Rapid Communications, LLC	Telecommunications	7621766	12
CSM Wireless, LLC	Telecommunications	12198206	11.28
Cleveland Unlimited License Sub, LLC	Telecommunications	12405064	63.87
TX-11 NewCo LLC	Telecommunications	12287553	14.84

**FCC 602  
Schedule A**

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Wireless Telecommunications Services**

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3060 - 0799  
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Public burden estimate

**Schedule for Disclosable Interest Holders**

**Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)**

1) Disclosable Interest Holder's First Name (if individual): Anthony	MI:	Last Name: DiCroce	Suffix:
2) Disclosable Interest Holder's Name (if entity):		3) FCC Registration Number(FRN): 5028725	
4) Disclosable Interest Holder's Address: 4 Cobb Avenue Manchester MA 01948			
5) Type of Interest in Filer ( ) (refer to Instructions for a list of codes): Direct Ownership Interest in Filer Key Management Personnel/other:Controlling Interest	6) Disclosable Interest Holder is a (n): ( ) (refer to instructions for list of codes): Individual		7) Percent of Interest Held in Filer: 7.4
8) Disclosable Interest Holder's Type of Ownership ( ) (refer to instructions for a list of codes): Membership Shares		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States US	

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCCRegistration Number(FRN)	10d)Percent of Interest Held
DiComm Wireless LLC	Telecommunications	5028725	25
CSM Wireless, LLC	Telecommunications	12198206	7.4

**FCC 602  
Schedule A**

**FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services**

Approved by OMB  
3060 - 0799  
See instructions for  
Public burden estimate

**Schedule for Disclosable Interest Holders**

**Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)**

1) Disclosable Interest Holder's First Name (if individual): Patrick	MI:	Last Name: Hendy	Suffix:
2) Disclosable Interest Holder's Name (if entity):		3) FCC Registration Number(FRN): 12930566	
4) Disclosable Interest Holder's Address: 201 North Union Street, Suite 300 Alexandria VA 22314			
5) Type of Interest in Filer ( ) (refer to instructions for a list of codes): Direct Ownership Interest in Filer Key Management Personnel/other:Controlling Interest	6) Disclosable Interest Holder is a (n): ( ) (refer to instructions for list of codes): Individual		7) Percent of Interest Held in Filer: 0
8) Disclosable Interest Holder's Type of Ownership ( ) (refer to instructions for a list of codes): Membership Shares		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States US	

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCCRegistration Number(FRN)	10d)Percent of Interest Held

**FCC 602  
Schedule A**

**FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services**

Approved by OMB  
3060 - 0799  
See instructions for  
Public burden estimate

**Schedule for Disclosable Interest Holders**

**Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)**

1) Disclosable Interest Holder's First Name (if individual): Jonathan	MI:	Last Name: Patty	Suffix:
2) Disclosable Interest Holder's Name (if entity):		3) FCC Registration Number(FRN): 12930574	
4) Disclosable Interest Holder's Address: 75 State Street, Suite 2500 Boston MA 02109			
5) Type of Interest in Filer ( ) (refer to instructions for a list of codes): Direct Ownership Interest in Filer Key Management Personnel other: Controlling Interest	6) Disclosable Interest Holder is a (n): ( ) (refer to instructions for list of codes): Individual		7) Percent of Interest Held in Filer: 0
8) Disclosable Interest Holder's Type of Ownership ( ) (refer to instructions for a list of codes): Membership Shares		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States US	

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held

**FCC 602  
Schedule A**

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3060 - 0799  
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**Schedule for Disclosable Interest Holders**

**Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)**

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): M/C VP V, L.L.C.		3) FCC Registration Number(FRN): 13100110	
4) Disclosable Interest Holder's Address: 75 State Street Suite 2500 Boston MA 02109			
5) Type of Interest in Filer ( ) (refer to instructions for a list of codes): Indirect Ownership Interest in Filer	6) Disclosable Interest Holder is a (n): ( ) (refer to instructions for list of codes): Limited Liability Company		7) Percent of Interest Held in Filer: 35.93
8) Disclosable Interest Holder's Type of Ownership ( ) (refer to instructions for a list of codes): Membership Shares		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation:  US MA	

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held
CSM Wireless, LLC	Telecommunications	12198206	35.93
Cavallier Telephone Corporation	Telecommunications	7157811	26.8

10a) Name and address of all <i>FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)</i>	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held
Cleveland Unlimited License Sub, LLC	Telecommunications	12405064	42.17
Coral Wireless, LLC	Telecommunications	9905860	25.9
Elantic Telecom, Inc.	Provider of Lit Fiber Services	13102439	37.6
Florida Digital Network, Inc. d/b/a FDN Communications	Telecommunications	3724945	48.7
ICG Communications, Inc.	Telecommunications	8338659	37.84
TX-11 NewCo LLC	Telecommunications	12287553	47.19



**FCC 602  
Schedule A**

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**Schedule for Disclosable Interest Holders**

**Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)**

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Columbia Capital Equity Partners III, L.P.		3) FCC Registration Number(FRN): 13100144	
4) Disclosable Interest Holder's Address: 201 North Union Street Suite 300 Alexandria VA 22314			
5) Type of Interest in Filer ( ) (refer to Instructions for a list of codes): Indirect Ownership Interest in Filer	6) Disclosable interest Holder is a (n): ( ) (refer to instructions for list of codes): Limited Partnership	7) Percent of Interest Held in Filer: 38.07	
8) Disclosable Interest Holder's Type of Ownership ( ) (refer to instructions for a list of codes): Membership Shares	9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: US DE		

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held
CSM Wireless, LLC	Telecommunications	12198206	38.07
Cleveland Unlimited License Sub, LLC	Telecommunications	12405064	33.6

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held
Coral Wireless, LLC	Telecommunications	9905860	14.8
Dominion 700, Inc.	Telecommunications	4643581	27.5
ICG Communications, Inc.	Telecommunications	1606300	33.3
Rapid Communications, LLC	Telecommunications	7621766	33.9
TX-11 NewCo LLC	Telecommunications	12287553	14.84
WCS Wireless License Subsidiary, LLC	Telecommunications	9850488	29.1

**FCC 602  
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**Schedule for Disclosable Interest Holders**

**Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)**

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Columbia Capital III, LLC		3) FCC Registration Number(FRN): 13131560	
4) Disclosable Interest Holder's Address: 201 North Union Street Suite 300 Alexandria VA 22314			
5) Type of Interest in Filer ( ) (refer to Instructions for a list of codes): Indirect Ownership Interest in Filer	6) Disclosable Interest Holder is a (n): ( ) (refer to instructions for list of codes): Limited Liability Company		7) Percent of Interest Held in Filer: 38.07
8) Disclosable Interest Holder's Type of Ownership ( ) (refer to instructions for a list of codes): Membership Shares		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation:  US DE	

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held
CSM Wireless, LLC	Telecommunications	12198206	38.07
Cleveland Unlimited License Sub, LLC	Telecommunications	12405064	33.6

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held
Coral Wireless, LLC	Telecommunications	9905860	14.8
Dominion 700, Inc.	Telecommunications	4643581	27.5
ICG Communications, Inc.	Telecommunications	1606300	33.3
Rapid Communications, LLC	Telecommunications	7621766	33.9
TX-11 NewCo LLC	Telecommunications	12287553	14.84
WCS Wireless License Subsidiary, LLC	Telecommunications	9850488	29.1

**Indirect Ownership & Ownership Percentages Per Multiplier**

<b>Entity/Individual</b>	<b>Actual Ownership Percentage</b>	<b>Per Multiplier</b>
Thomas A. Stroup*	7.60%	100%
Patrick Hendy*	0.00%	100%
Jonathon Patty*	0.00%	100%
Anthony F. DiCrocce*	7.40%	100%
M/C Ventures Partners V, L.P.	35.93%	35.93%
Columbia Capital Equity Partners III (QP), L.P.	20.54%	20.54%
Columbia Capital Equity Partners III (Cayman), L.P.	11.28%	11.28%
M/C VP V, L.L.C.**	0.00%	35.93%
Columbia Capital Equity Partners III, L.P.***	0.00%	38.07%
Columbia Capital III, LLC****	0.00%	38.07%

\*These individuals each hold a controlling interest in the Filer. Thus, their interest in the Filer will be treated as if it were 100 percent for purposes of applying the multiplier.

\*\* M/C VP V, L.L.C., is general partner of M/C Venture Partners V, L.P., which holds a non-controlling interest in the Filer and 35.93% of the Filer's equity. Under the Commission's multiplier rules, M/C VP V, L.L.C., has an indirect 35.93% interest in the Filer. It is noted that in its Schedule A, M/C VP V, L.L.C.'s interest held in the Filer as well as its interest held in the related FCC regulated business is listed as the percentage under the Commission's multiplier rules.

\*\*\*Columbia Capital Equity Partners III, L.P., is general partner of (i) Columbia Capital Equity Partners III (QP), L.P., which holds a non-controlling interest in the Filer and 20.539% of the Filer's common equity units; (ii) Columbia Capital Equity Partners III (Cayman), L.P., which holds a non-controlling interest in the Filer and 11.279% of the Filer's common equity units, and (iii) Columbia Capital Equity Partners III (AI), L.P., which holds a non-controlling interest in the Filer and 1.135% of the Filer's common equity units. Columbia Capital Equity Partners III, L.P., also is the managing member of (a) Columbia Capital Investors III, L.L.C., which holds a non-controlling interest in the Filer and 5.068% of the Filer's common equity units, and (b) Columbia Capital Employee Investors III, L.L.C., which holds a non-controlling interest in the Filer and 0.047% of the Filer's common equity units. Under the Commission's multiplier rules, Columbia Capital Equity Partners III, L.P., has an indirect 38.068% interest in the Filer. It is noted that in its Schedule A, Columbia Capital Equity Partners III, L.P.'s interest held in the Filer as well as its interest held in the related FCC regulated business is listed as the percentage under the Commission's multiplier rules.

\*\*\*\*Columbia Capital III, LLC is the General Partner of Columbia Capital Equity Partners III, L.P., which in turn, is the General Partner or Managing Member of the

Columbia Capital entities described above which hold a 38.068% indirect interest in the Filer. Under the Commission's multiplier rules, Columbia Capital III, LLC also has an indirect 38.068% interest in the Filer. It is noted that in its Schedule A, Columbia Capital III, LLC's interest held in the Filer as well as its interest held in the related FCC regulated business is listed as the percentage under the Commission's multiplier rules.

Exhibit to CSM Wireless, LLC Form 602, Schedule A

Exhibit to Schedule A re: M/C Venture Partners V, L.P. and

An affiliated group of funds ("M/C Ventures") including Chestnut Venture Partners, M/C Venture Investors, L.L.C., M/C Venture Partners IV, L.P. and M/C Venture Partners V, L.P. (reflected on the Form 602 as M/C Venture Partners V, L.P.) holds in the aggregate a 10.43% ownership interest in MetroPCS Communications, Inc. ("MetroPCS"). MetroPCS is not included in M/C Ventures' Schedule A, because no single M/C Ventures fund holds a 10% or greater interest in MetroPCS pursuant to Section 1.2112(a)(6) of the Commission's rules. Please see MetroPCS's Form 602, which was filed on December 13, 2004, for a detailed listing of the MetroPCS regulated entities.

Exhibit to Schedule A re: M/C VP V, L.L.C.

M/C VP V, L.L.C. ("M/C VP V") is the general partner of M/C Venture Partners V, L.P., which (as part of the affiliated group of funds defined above as M/C Ventures) holds in the aggregate a 10.43% ownership interest in MetroPCS (defined above). MetroPCS is not included in M/C VP V's Schedule A, because no single M/C Ventures fund holds a 10% or greater interest in MetroPCS pursuant to Section 1.2112(a)(6) of the Commission's rules. Please see MetroPCS's Form 602, which was filed on December 13, 2004, for a detailed listing of the MetroPCS regulated entities.